

RECORDATION NO. 17521-3, K, L FILED

ALVORD AND ALVORD  
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WASHINGTON, D.C.

MAY 18 '98 11-40AM

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL  
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RECORDATION NO. \_\_\_\_\_ FILED

May 18, 1998

MAY 18 '98 11-40AM

MAY 18 11 36 AM '98

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are five (5) copies each of the following secondary documents: (1) Lease Supplement No. 4, dated as of March 16, 1998; (2) Trust Indenture Supplement No. 4, dated March 16, 1998; and (3) Bill of Sale and Partial Release, dated April 16, 1998.

The enclosed documents relate to the Equipment Lease Agreement (GATC 91-1), and secondary documents related thereto which were previously filed with the Commission under Recordation Number 17521.

The names and addresses of the parties to the enclosed documents are:

Lease Supplement No. 4

Lessor: State Street Bank and Trust Company  
(successor to Fleet National Bank)  
225 Franklin Street  
Boston, Massachusetts 02101

Lessee: General American Transportation Corporation  
500 West Monroe Street  
Chicago, Illinois 60661

*Counter Parts - GATC*

Vernon A. Williams  
May 18, 1998  
Page 2

Trust Indenture Supplement No. 4  
and Bill of Sale and Partial Release

Owner Trustee: State Street Bank and Trust Company  
(successor to Fleet National Bank)  
225 Franklin Street  
Boston, Massachusetts 02101

Indenture Trustee: Harris Trust and Savings Bank  
111 West Monroe Street  
Chicago, Illinois 60603

A description of the railroad equipment covered by the enclosed documents is:

railcar GACX 56791 is deleted from, and railcar GACX 56744 is added to,  
the Lease and Trust Indenture

Also enclosed is a check in the amount of \$78.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

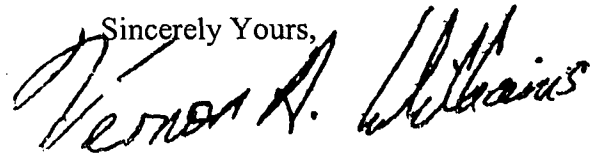
DATE: May 18, 1998

Robert W. Alvord  
Alvord and Alvord  
918 Sixteenth Street, NW., Ste. 200  
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301  
and 49 CFR 1177.3(c), on 5/18/98 at 11:40AM, and  
assigned recordation number(s). 17521-J, 17521-K, 17521-L, 18219-B, and 19851-L.

Sincerely Yours,



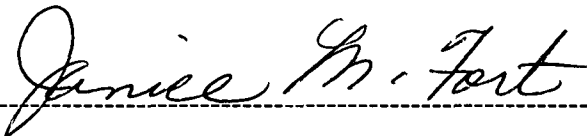
Vernon A. Williams

Enclosure(s)

130.00

\$-----The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



MAY 18 '98

11-40AM

**LEASE SUPPLEMENT NO. 4**  
**(GATC Trust No 91-1)**

This Lease Supplement No. 4, dated as of March 16, 1998, between State Street Bank and Trust Company, successor trustee, not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("Lessor"), and General American Transportation Corporation, a New York corporation ("Lessee");

Witnesseth:

The Lessor and the Lessee have heretofore entered into that certain Equipment Lease Agreement (GATC Trust No. 91-1) dated as of September 5, 1991 (the "Lease"). The terms used herein are used with the meanings specified in the Lease.

The Lease provides for the execution and delivery of a Lease Supplement substantially in the form hereof for, among other things, the purpose of particularly describing the Replacement Unit to be leased to the Lessee in substitution for damaged or destroyed equipment previously leased to Lessee.

Now, therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, the Lessor and the Lessee hereby agree as follows:

1. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease as herein supplemented, the Unit described in Schedule 1 hereto.
2. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein.
3. To the extent that this Lease Supplement constitutes chattel paper (as each term is defined in the Uniform Commercial Code) no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart hereof other than the counterpart bearing the receipt therefor executed by the Indenture Trustee for the signature page hereof, which counterpart shall constitute the only "original" hereof for purposes of the Uniform Commercial Code.
4. This Lease Supplement shall be governed by and construed in accordance with the internal laws and decisions of the State of New York, *provided, however*, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.

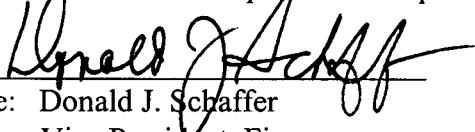
5. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

State Street Bank and Trust Company,  
not in its individual capacity, but  
solely as Owner Trustee

By:   
Name: STEVE CIMALORE  
Title: VICE PRESIDENT

General American Transportation Corporation

By:   
Name: Donald J. Schaffer  
Title: Vice President, Finance

State of Connecticut       )  
  ) SS  
County of HARTFORD       )

On this 16<sup>TH</sup> day of APRIL, 1998, before me personally appeared STEVEN CIMALORE, to me personally known, who being by me duly sworn, say that he is VICE PRESIDENT of State Street Bank and Trust Company that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public Melissa A. DuMont

[Notarial Seal]

MELISSA A. DuMONT  
NOTARY PUBLIC  
MY COMMISSION EXPIRES AUG. 31, 2001

My commission expires:

State of Illinois       )  
  ) SS  
County of Cook       )

On this 16<sup>th</sup> day of March, 1998, before me personally appeared Donald J. Schaffer, to me personally known, who being by me duly sworn, say that he is Vice President, Finance of General American Transportation Corporation, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lisa M. Ibarra  
Notary Public  
**OFFICIAL SEAL**  
**LISA M IBARRA**  
NOTARY PUBLIC, STATE OF ILLINOIS  
MY COMMISSION EXPIRES: 08/04/98

My commission expires:

**SCHEDULE 1**

Description	DOT Class	Car Marking
Freight Car	AAR L/O	GACX 56744